

Bylaws of Florida Restorative Justice Association (FRJA)

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Article 1 – Organization Name and Offices

1.1 Name

The name of this organization is the Florida Restorative Justice Association, Inc. The acronym for this organization is FRJA.

1.2 Offices

The principal office of FRJA shall be in the State of Florida at the place designated in the Articles of Incorporation, as amended. The FRJA may also have offices at such other places as the board of directors may from time to time appoint or that the purposes of FJRA may require.

Article 2 – Purposes

The purposes, strategy, and policies of FRJA will be directed toward realizing its vision, mission, and aim.

2.1 Vision

The Florida Restorative Justice Association's vision is to create equitable connections in our community that provide a safer and healthier environment.

2.2 Mission

To reach this vision, the Florida Restorative Justice Association works to expand the understanding and use of restorative justice and restorative practices, and promote diverse approaches to conflict resolution, community building, and effective communication in systems and organizations throughout Florida.

2.3 Aim

The aim of FRJA's board is to identify and support its mission and purpose through the development of FRJA in the following: its Bylaws, Conferences and Trainings, Fundraising, Guidelines for Restorative Practices, Legislation, Membership, Training, and its Website.

2.4 Purpose

FRJA is a non-profit corporation, formed exclusively for charitable, educational and/or scientific purposes, and shall be operated exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

More specifically, FRJA shall provide education, advocacy and training in restorative practices, including but not limited to restorative justice, community justice, and empathetic communication. FRJA fulfills its purpose in many ways, including but not limited to hosting FRJA conferences, field calls, training, managing a website and social media presence, and networking with FRJA members.

The purposes of FRJA may be modified from time to time by the board, provided any modification in purpose shall also be not for profit purposes associated with restorative justice.

2.5 Powers

FRJA shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect FJRA's purposes, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of FRJA may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.6 Nonprofit Legal Status.

Nonprofit Legal Status. FRJA is a Florida non-profit public benefit corporation with tax exempt status under Section 501(c)(3) of the United States Internal Revenue Code.

Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no board member, officer, employee, member, or representative of FRJA shall take any action or carry on any activity by or on behalf of FRJA not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and the Internal Revenue Service's Treasury Regulations, as they now exist or may be amended. No part of the net earnings of FRJA shall inure to the benefit of or be distributable to any Director, officer, member, or other private person, except that FRJA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

Distribution Upon Dissolution. The termination or dissolution of FRJA, if necessary, shall be in accordance with applicable Florida and federal law. Without limiting the generality of the foregoing, upon the dissolution of FRJA, FRJA's assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of FRJA is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

Article 3 – FRJA Membership, Categories, Dues, and Benefits

3.1 Classes of Membership

The membership of FRJA shall include the following membership categories: Student/Volunteer, Individual, and Agency.

Student/Volunteer Membership: A reduced membership rate shall be available for a Student membership for any full time or part time student who is currently enrolled at any educational institution, a part time or unemployed employee, or interns/volunteers.

Individual Membership: Represents one person who has paid a membership due and who is entitled to provide nominations and vote in board elections.

Agency Membership: Agency/organizational membership shall be available to any public or private institution or agency which supports the purposes of FRJA. An agency representative may designate up to five colleagues, volunteers, or employees as regular members for a single agency membership.

3.2 Membership Dues

The annual dues for all categories of membership shall be set by the board upon recommendation by the membership committee leader and the president. Dues are payable annually to the treasurer by a date approved by the board. Nonpayment of dues constitutes termination of membership, and such individuals or institutions must reapply for membership. Reduced membership rates or membership included in the registration cost to a FRJA conference may be offered during recruitment drives if approved by the board. The term of membership extends until December 31st of the calendar year in which it is, except in cases where membership was initiated as a function of conference attendance, where such conference takes place in the final three months of the calendar year, in which case membership shall extend until December 31st of the following calendar year.

3.3 Membership Application

Membership application procedures shall be determined by the membership committee and shall be effectuated by submitting a paper or electronic form and providing the applicable membership fee.

3.4 Membership Benefits and Voting Rights

Members have the right to attend the membership meeting during the statewide conference, or at a site and date selected by the President and approved by the board.

FRJA membership provides individuals with the opportunity to be considered for board appointment or election, a discounted conference registration fee, and the ability to submit training opportunities that are consistent with FRJA's mission for posting on the FJRA website.

The board shall have the authority to establish and define voting and nonvoting categories of membership. Members in good standing are entitled to attend all meetings of the members; to vote on all questions coming before the membership; to hold office and serve on standing or special committees.

When matters come before the membership to vote on, it must be agreed to by a 2/3 majority of those voting members who cast a vote

3.5 No Pecuniary Interest in FRJA

Membership of FRJA shall confer no tangible ownership of FJRA or provide any interest in the tangible or intangible assets, if any, on any Member.

3.6 Membership Termination

The board shall have the authority to terminate a membership in its sole discretion whenever, in the judgment of the board, the interests of FRJA would be served best by such removal.

Article 4 – Board of Directors

4.1 Generally

All power and authority of FRJA shall be vested exclusively in the Board of Directors, which shall manage and direct the affairs of FRJA. The Board of Directors shall include the executive officers (president, immediate past-president (if available), vice-president, secretary, and treasurer) and the general board members. The members of the board of directors shall be referred to as “the board” or “board member”. The board, by general resolution, may delegate to committees of its own directors or to officers of FRJA such powers as it may see fit.

The board shall be the policy-making body of FRJA. It has the power to appoint, hire, fire and evaluate the executive director.

The board is responsible for ensuring that FRJA, as a non-profit organization, is acting in accordance with the public trust and any laws that govern non-profit corporations. The board shall be subject to the bylaws, and decisions of the membership; and none of its acts shall conflict with these governing structures.

Other responsibilities include, but are not limited to:

- a. Ensuring fiscal responsibility;
- b. Attending annual meetings, board meetings, and committee meetings;
- c. Maintaining long-term viability by generating an annual strategic plan;
- d. Generating new ideas and directions; and
- e. Maintaining connections with external persons, organizations, agencies, and any other bodies necessary to the development and functioning of FRJA.

4.2 Number and Qualification

The number of the board shall be determined and may be increased or decreased from time to time by the board, but in no event shall not exceed twelve (12) and not be less than five (5).

When the number of the board is decreased, each board member shall continue to serve until his or her term expires, or until his or her resignation or removal.

The board members at a minimum shall be required to be a member of FRJA in good standing with all dues paid and current, have a general knowledge of not for profit entities/charities and restorative justice, and be at least eighteen (18) years of age.

4.3 Election and Term of Office

Board members shall be elected using the following process: Election of the board shall be conducted by FRJA membership beginning at the 2021 Annual Meeting and as necessary by the board to fill vacant positions in the interim.

The vice president shall conduct the board's election process, including notification to the membership of board vacancies and the nomination and elections process. The board election process will involve a nomination procedure prior to seeking a vote of consent to elect or appoint which provides a means to learn and discuss information about each nomination candidate's interest, experience, and availability to serve.

Board members elected in 2020 may remain in their terms through the Annual Meeting in 2023. However, those board members who began their terms in 2019 or earlier shall remain in that role until the elections are held at the Annual Meeting in 2021. Each of the board members (re)elected in 2021 shall serve for a period of three (3) years,

unless such appointed board member resigns or is removed by the board. They may serve an unlimited number of consecutive terms.

4.4 Resignation

Any board member may resign at any time by giving written notice of such resignation to the entire board.

4.5 Removal

Any board member may be removed from office by the affirmative vote of a majority of the board.

4.6 Vacancies

Except as provided in section above, any vacancy in the board occurring during any term of office, including a vacancy created by an increase in the number of board members made by the board or the removal of a board member, may be filled as provided above. Any board member shall hold office until the succeeding annual meeting of the board and until the election and qualification of his or her successor.

4.7 Annual Meeting

The annual meeting of the board shall be held each year at the location, date and/or time as may be fixed by the board, for the purpose of organization, appointment of board members, election of officers and the transaction of other business.

4.8 Regular and Special Meetings

Regular meetings of the board may be held at such times and place or places as shall be determined by the board at a minimum of six times per calendar year. The president shall have the power to call board meetings upon reasonable notice.

Special meetings of the board may be called by the president or a majority of the board as they see fit upon the request of at least one-half of the board.

4.9 Notice of Meetings

Notice of the time, place and purposes of the annual meeting shall be given to each board member not less than ten (10) days before the date thereof. Notice of all special meetings of the board, except as otherwise provided, shall be given to each board member not less than one (1) day before the date thereof. These notices shall be delivered electronically or by telephone. Regular meetings of the board, held pursuant to a schedule previously adopted by the board and made known to all board members, may be held without additional notice. At any meeting at which every board member

shall be present, even though without any notice or waiver, any business may be transacted.

4.10 Chairperson/Facilitator

At all meetings of the board, the executive director, president, vice-president, or in their absence, an executive officer, shall preside as facilitator in the order of presence, unless decided otherwise.

4.11 Quorum

A board meeting may take place when a quorum exists. A quorum is half of the board members plus one. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting without further notice to any absent board member.

4.12 Electronic Presence at a Meeting

Any or all board members may participate in any annual, regular or special meeting of the board, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other simultaneously during the meeting which is otherwise in accordance with Florida law. A board member participating in a meeting by this means shall be deemed to be present in person at the meeting.

4.13 Informal Action by the Board of Directors without a Meeting

Any action required or permitted to be taken by the board at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section, an e-mail transmission from an e-mail address on record with the secretary of FRJA constitutes a valid writing. The intent of this provision is to allow the board to use email to approve actions, as long as a quorum of the board gives consent.

4.14 Compensation

All board members, except the Executive Director, shall not be compensated by FRJA. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as, but not limited to, travel expenses to attend board meetings, or conducting nonprofit activities.

4.15 Decision Making

Restorative practices are grounded in the principle that all voices matter, and, therefore, the governance structure of our organization shall embody practices that bring this principle to life.

When possible and practical, FRJA shall strive to be governed by a sociocratic governance structure, defined as a method of governance that delegates policy making to all levels of the organization and establishes equivalence within each domain of responsibility. Sociocracy means those who work together, decide together. It is a whole systems' approach to designing and leading organizations and relies on transparency, inclusiveness, and productivity in groups.

The decision-making approach within the organization is by consent within someone's range of tolerance. Concerns around proposals can be raised and presented. Consent involves unanimous approval of the proposal by adjusting proposals, and when objections are made, and ultimately trying to obtain unanimous consent within the board's range of tolerance. When objections are raised, FRJA shall continue to revise the proposal until consent is reached.

4.16 Prohibited Acts and Conflict of Interest

Sharing in Corporate Earnings: No board member, employee, agent, representative or member of a committee of or person connected with FJRA, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of FRJA, provided that this shall not prevent the payment (subject to section 4.15) to any such person of such reasonable compensation as shall be fixed by the board for services rendered to or for FRJA in effecting any of its purposes; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of FRJA.

Conflict of Interest Policy: In addition to any and all applicable federal and state laws and regulations pertaining to Conflicts of Interest, FRJA has adopted the Conflict of Interest Policy, attached and incorporated hereto as "Attachment 2", as may be amended from time to time, in order to protect FRJA's interest when it is considering entering into a transaction or other arrangement that could benefit one of FRJA's board member or might result in a possible excess benefit transaction. Each board member shall annually sign, and the secretary shall retain in the files of the organization a copy of the conflict of interest and confidentiality policy.

4.17 Transparency

Whenever practical, the board shall ensure that records of all transactions are transparent and available to the members, and other interested parties upon request. In order to address a reasoned objection to any information being classified confidential, the board shall review requests for examination and deem whether FRJA makes it available for review.

Any general FRJA member may submit a proposed resolution, topic, issue, or question, in writing fourteen (14) days prior to the next board meeting, to the board, and the president shall add it to the agenda for consideration at the next meeting of the board.

4.18 Proxies

The right to participate in decision-making or any other action of any circle, including the board, may not be delegated or exercised by proxy unless required by law.

Article 5 – Officers

5.1 Number

The executive officers of FRJA shall be the president, immediate past president (if available), vice president, secretary, treasurer and such other officers with such powers and duties consistent with these bylaws as may be appointed and determined by the board. Any two offices, except those of president and vice president, may be held by the same person.

5.2 Election, Term of Office, Qualifications, Resignation, and Removal

The executive officers shall be elected annually by the board at the annual meeting of the board from among their members. In the interim if needed, the board may appoint an officer if a position opens before the annual meeting. For the orderly transition of board members, each person shall serve three-year length staggered terms. Executive officers shall serve two-year length staggered terms. The president will then become the immediate past president. Each subsequent term of the executive officers and board members shall serve in their role until whichever comes first: they decide to resign, or until their term expires. However, the executive officers shall be elected to continue in that role by the board every two years or when there is a vacancy.

Resignations must be in writing and received by the secretary.

An executive director or board member may be removed without their consent if the board believes removal is necessary and if it's in FRJA's best interests.

5.3 Vacancies

In case any office of FRJA becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the officers, although less than a quorum, may elect an officer to fill such vacancy.

5.4 Titles and Duties

President

The president shall:

- a. Ensure that the board functions as a circle in accordance with board compliance with the law, the Articles of Incorporation, these bylaws, the principles and the board's own decisions;
- b. Execute all instruments requiring a signature on behalf of the organization;
- c. Serve as or designate a public spokesperson for the Organization;
- d. Perform other duties necessary to the office or as required by the board; and
- e. Perform the duties of other executive officers if they are unable or unwilling to complete them as stated in these bylaws or at the direction of the board.

Vice President

The vice president shall:

- a. Preside at the FRJA conference and special meetings of FRJA in the absence of the president;
- b. Succeed to the office of the president should the president be unable to complete the elected term of office;
- c. Chair the board elections process; and
- d. Be a signator in case the president is not available.

Secretary

The secretary shall:

- a. Provide notices required by law or by these bylaws;
- b. Assume responsibility for corporate and board records; and
- c. Perform such other duties as may be assigned by the board or the president.

Treasurer

The treasurer shall:

- a. Oversee financial affairs;
- b. Have custody of all funds until otherwise assigned;
- c. Establish appropriate financial records, accounts, and practices to ensure judicious use and care;
- d. Prepare and maintain budgets, fundraising plans, and financial reports; and
- e. Perform other duties as required by the board.

Executive Director

The board may employ an executive director. The executive director shall serve at the pleasure of the board, under the general supervision, control and direction of the president of FRJA or other officers carrying out powers and duties in accord with the provisions of FRJA, and shall have general direction over the operations and shall be its official representative consistent with the duties and powers provided in accordance with these Bylaws to officers and directors.

5.5 Accountability

Each director shall exercise independent judgment in good faith and in the best interests of FRJA.

5.6 Compensation

With the exception of individuals who are otherwise providing contracted professional services to the organization, the board, with the exception of the executive director shall not receive compensation for their services, although they may be reimbursed for ordinary and necessary expenses incurred in fulfilling their responsibilities.

Article 6 – Committees

6.1 Committees of the Board of Directors

The board may establish one or more committees of the board. Such committees shall have and may exercise the authority of the board of directors in the management of FRJA; provided, however, that the designation of such committees and delegations of authority thereto shall not operate to relieve the board, or any director individually, of any responsibility imposed upon it, him or her by law, the Articles of Incorporation, or these Bylaws. Notwithstanding the foregoing, no committee shall have or be permitted to exercise the authority of the board, or these Bylaws, the dissolution of FRJA or the disposition of substantially all of the assets of FRJA. Any member of any such committee may be removed by the board whenever, in the judgment of the board, the interests of FRJA would be served best by such removal.

6.2 Committees

Committees not having and exercising the managerial authority of the board may be established by the board. Membership of such committees shall not be limited to directors. Members of such committees may be selected by appointment of the President, but is not required. Any member of any such committee may be removed by the person or persons authorized to appoint such member whenever, in the judgment of such appointing person or persons, the interests of FRJA would be served best by such removal.

6.3 Terms of Committee Member

Committees may establish their own rules for the completion of responsibilities including electing for the remainder of the term plus one year.

6.4 Chairperson

One member of each committee shall be designated as chairperson by the person or persons authorized to appoint the members of the committee.

6.5 Vacancies

Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any member so elected shall be elected for the unexpired term of his or her predecessor.

6.6 Rules

Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate and in line with sociocratic principles; provided, however, that such rules and regulations shall be consistent with these Bylaws. The rules set forth in Section 4.12 of these Bylaws, regarding electronic presence at meetings of the board, shall be applicable to committees of the board.

6.7 Executive Committee

The role of the executive officers is to act on behalf of the board during the interim times between board meetings when there is necessary action and planning, and ensuring essential updates are provided to the full board via email or at the next regular board meeting.

6.8 Standing Committees

FRJA may maintain the following standing committees and the board may establish other ad hoc committees and appoint members and chairpersons to those committees:

- a. Bylaws;
- b. Conference Planning;
- c. Fundraising/Finance;
- d. Guidelines for restorative practices;
- e. Legislation development;
- f. Membership;
- g. Training; and
- h. Website development.

Other standing committees may include, but are not limited to:

- a. Statewide policy; and
- b. Specific support for the following institutions/organizations:
 - i. Education;
 - ii. Business;
 - iii. Community;
 - iv. Court;
 - v. Juvenile or criminal justice; or
 - vi. child welfare.

6.9 Advisory Board

Individuals may be selected by the board to provide expertise in specific areas and to serve as advisors regarding social, financial, governmental, and environmental affairs. To the extent possible, other areas of expertise may include:

- a. Education of the public on issues related to restorative practices;
- b. Financial management of nonprofit organizations;
- c. Fundraising and development;
- d. Legal affairs;
- e. Sociocratic policies and procedures;
- f. Online curriculum development; and
- g. Social and environmental concerns.

Advisory board members may have more than one designated area of expertise as determined by the board.

6.10 Committee Meetings

All committees shall meet at least annually to review the status of engagement from members, evaluate their effectiveness, and review development plans and progress. Annually, a written or oral report on such updates shall be submitted to the board.

Decisions of a committee shall also be made by consent. If consent is not able to be reached, the decision shall be referred to the next higher committee, and if none, then the board.

Article 7 – Books, Records, and Reports

FRJA shall keep as records: (i) accurate accounting records and (ii) minutes of all meetings of the board and committees having any of the authority of the board, or any such committee without a meeting. Additionally, FRJA shall keep (i) a copy of the Articles of Incorporation and these Bylaws and any amendments thereto, (ii) a list of the names and contact information, of its current directors and officers. All records of FRJA described in this Article 7 shall be kept in written form or in another form capable of conversion into written form within a reasonable time and shall be made available upon reasonable notice at the FRJA's principal office for inspection by any director, or his or her agent or attorney, for any proper purpose at any reasonable time. Records shall be subject to Attachment 1 to the Bylaws, the "Document Retention and Destruction Policy".

Article 8 - Contracts, Checks, Loans, Indemnification and Related Matters

8.1 Contracts and Other Writings

Except as otherwise provided by resolution of the board or its policy, all contracts, deeds, leases, mortgages, grants, and other agreements of FRJA shall be executed on its behalf by the board president, treasurer or other persons or employees to whom

FRJA has delegated authority to execute such documents, including, but not limited to, the Executive Director, if applicable, in accordance with policies approved by the board.

8.2 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of FRJA over \$2,500 must be approved by the board and signed by two (2) board members of FRJA.

8.3 Deposits

All funds of FRJA not otherwise employed shall be deposited from time to time to the credit of FRJA in such banks, trust companies, or other depositories as the board or a designated committee of the board may select.

8.4 Loans

No loans shall be contracted on behalf of FRJA and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

8.5 Indemnification

Indemnification. FRJA will indemnify a board member, committee member, employee or agent of the FRJA who was, is, or may be named a defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in FRJA. FRJA will indemnify a person only if he or she acted in good faith, with ordinary care, and in a manner the person reasonably believed to be in FRJA's best interest. Termination of a proceeding by judgement, order, settlement, conviction, or a plea of nolo contendere or its equivalent does not necessarily preclude indemnification.

Limitations. FRJA will not indemnify any person who is found liable to FRJA, nor will FRJA indemnify any person who is found liable for receiving a personal benefit from FRJA in violation of the Conflict of Interest Policy or other provisions of these Bylaws.

Methodology. Before FRJA may indemnify any person, a simple majority vote of a quorum of the board not named as defendants or respondents is required. In the event a quorum cannot be obtained, the board may, by simple majority vote and resolution, establish an Ad Hoc Committee consisting of all board members who are not named defendants or respondents. Said Ad Hoc Committee will be given the authority to act on the boards' behalf and shall, by simple majority vote, determine whether or not, and to what extent, indemnification may occur.

Amount and Timing of Indemnification. Indemnification permitted under these Bylaws is specifically limited to reimbursement for actual expenses incurred. Timing of the disbursement of indemnification payments will be at the sole discretion of the board.

Insurance. The board may purchase and maintain, at FRJA's expense, insurance on behalf of FRJA and on behalf of others to the extent that power to do so has been or may be granted by Florida Statutes.

Article 9 – Code of Ethics and Whistleblower Policy

In addition to any and all applicable federal and state laws and regulations pertaining to ethical standards and whistleblowing, FRJA has adopted the Code of Ethics and Whistleblower Policy attached hereto as Attachment "3", as may be amended from time to time, in order to ensure FRJA's compliance with all applicable laws and regulations.

Article 10 - Fiscal Year

The fiscal year of FRJA shall be January 1 to December 31.

Article 11 – Amendments

The Bylaws may be amended per the decision-making procedures (Article 4.15) by the board of directors.

Article 12 – Interpretation of Bylaws

When any question arises regarding the meaning of language in the Bylaws, it will be referred to the president and executive director to make a recommendation to the board. The board shall have the final say on the meaning of the language. A memorandum detailing the question and the interpretation shall be documented in the minutes.

Article 13 – Attachments

These following attachments are attached hereto and incorporated into these Bylaws: (i) Document Retention and Destruction Policy; (ii) Conflict of Interest Policy; and (iii) Code of Ethics and Whistleblower Policy.

[Signature on the Following Page]

The revised Bylaws were consented to and ratified by the following board members on January 8, 2021.

I, Gretchen Casey hereby certify that:

1. I am the duly designated and acting corporate President of Florida Restorative Justice Association, Inc. ("FRJA"), a Florida nonprofit corporation.
2. At a duly authorized meeting of the board of FRJA held on January 8, 2021, a quorum of the board members being present and voting throughout the meeting, the Company's Bylaws were adopted unanimously.
3. Set forth above are a true and correct version of the Bylaws of FRJA as adopted by the board at said meeting held.
4. Now, these above Bylaws are in full force and effect and have not been rescinded; nor have such Bylaws been amended, except as described above.

IN WITNESS WHEREOF, I have executed these Bylaws and the attached policies of FRJA on the 8th day of January, 2021.

A handwritten signature in black ink that reads "Gretchen Casey". The signature is written in a cursive, flowing style with a large initial 'G' and a long, sweeping underline.

Gretchen Casey
President of Florida Restorative Justice Association, Inc.

**ATTACHMENT 1
TO BYLAWS
DOCUMENT RETENTION AND DESTRUCTION POLICY**

1. POLICY AND PURPOSES

FRJA (the “**Company**”) adopts the following Document Retention and Destruction Policy (“**Policy**”) with respect to the retention and destruction of Documents and other records, both in hard copy and electronic media (collectively referred to as “**Documents**”). Purposes of this Policy include (a) retention and maintenance of Documents necessary for the proper functioning of the Company as well as to comply with applicable legal requirements; (b) destruction of Documents which no longer need to be retained; and (c) guidance for the board, officers, staff and volunteers with respect to their responsibilities concerning document retention and destruction. Notwithstanding the foregoing, the Company reserves the right to revise or revoke this Policy at any time.

2. SUSPENSION OF DOCUMENT DESTRUCTION; COMPLIANCE. The Company becomes subject to a duty to preserve (or halt the destruction of) Documents once litigation, an audit or a government investigation is reasonably anticipated. Further, federal law imposes criminal liability (with fines and/or imprisonment for not more than 20 years) upon whomever “knowingly alters, destroys, mutilates, conceals, covers up, falsifies, or makes a false entry in any record, document, or tangible object with the intent to impede, obstruct, or influence the investigation or proper administration of any matter within the jurisdiction of any department or agency of the United States ... or in relation to or contemplation of any such matter or case.” If the Company becomes aware that litigation, a governmental audit or a government investigation has been instituted, or is reasonably anticipated or contemplated, the Company shall immediately order a halt to all document destruction under this Policy, communicating the order to the board, staff and any volunteers in writing. The board may thereafter amend or rescind the order only after conferring with legal counsel. If any board member or staff member becomes aware that litigation, a governmental audit or a government investigation has been instituted, or is reasonably anticipated or contemplated, with respect to the Company, and they are not sure whether the board is aware of it, they shall make the board aware of it. Failure to comply with this Policy, including, particularly, disobeying any destruction halt order, could result in possible civil or criminal sanctions. In addition, for staff, it could lead to disciplinary action including possible termination.

3. Electronic Documents; Document Integrity. Documents in electronic format shall be maintained just as hard copy or paper Documents are, in accordance with the attached Document Retention Schedule. Due to the fact that the integrity of electronic Documents, whether with respect to the ease of alteration or deletion, or otherwise, may come into question, the board shall attempt to establish standards for document integrity, including guidelines for handling electronic files, backup procedures, archiving of Documents, and regular checkups of the reliability of the system; provided, that such

standards shall only be implemented to the extent that they are reasonably attainable considering the resources and other priorities of the Company.

4. Privacy. It shall be the responsibility of the board president, after consultation with counsel, to determine how privacy laws will apply to the Company's Documents from and with respect to employees and other constituencies; to establish reasonable procedures for compliance with such privacy laws; and to allow for their audit and review on a regular basis.

5. Emergency Planning. Documents shall be stored in a safe and accessible manner. Documents which are necessary for the continued operation of the Company in the case of an emergency shall be regularly duplicated or backed up and maintained in an off-site location. The board president shall develop reasonable procedures for document retention in the case of an emergency.

TABLE OF DOCUMENT RETENTION AND DESTRUCTION

<u>Document</u>	<u>Retention period</u>
Corporate Records	
● Annual Reports to the Secretary of State	Permanent
● Articles of Incorporation	Permanent
● Board meeting and board committee minutes	Permanent
● Board Policies and Resolutions	Permanent
● Bylaws	Permanent
● Construction Documents	Permanent
● Fixed asset records	Permanent
● IRS application for tax-exempt status (Form 1023)	Permanent
● IRS determination letter	Permanent
● Florida Sales tax exemption letter	Permanent
● Contracts termination	7 years after
● General correspondence	3 years
Accounting and Corporate Tax Records	
● Annual audits and year-end financial statements	Permanent
● Depreciation schedules	Permanent
● IRS Form 990 tax returns	Permanent
● General ledgers	7 years
● Business expense records	7 years
● IRS Form 1099	7 years
● Journal entries	7 years
● Invoices	7 years
● Sales records (books)	5 years
● Petty cash vouchers	3 years
● Cash receipts	3 years
● Credit card receipts	3 years
Bank Records	
● Check registers	7 years
● Bank deposit slips	7 years
● Bank statement and reconciliation	7 years
● Electronic fund transfer Documents	7 years
Payroll and employment tax records	
● State unemployment tax records	Permanent
● Payroll records	Permanent
● Garnishment records	7 years
● Payroll tax returns	7 years
● W-2 statements	7 years
● Employment tax records (after year-end filing)	4 years

Human Resource Records

● Employment and termination agreements	Permanent
● Retirement and pension plan Documents	Permanent
● Promotion, demotion or discharge records	7 years after
termination	
● Accident reports and workers' compensation records	5 years
● Background checks, drug test results,	5 years
driving records and employment verifications	
● Resumes, employment applications, etc	4 years after
termination	
(including interview notes) for <u>employees</u>	
● Resumes, employment applications, etc.	3 years
(including interview notes) for <u>applicants not hired</u>	
● Timesheets, compensation history and job history	4 years after
termination	
● Performance appraisal and disciplinary action records	4 years after
termination	
● I-9 forms	3 years after hire
date	
	(or, if later, 1 year
after employment ends)	

Donor and Grant Records

Donor records and acknowledgment letters	7 years
Grant applications and contracts	7 years after
expiration	

Legal, Insurance and Safety Records

Appraisals	Permanent
Copyright registrations	Permanent
Environmental studies	Permanent
Insurance policies	Permanent
Real estate Documents	Permanent
Stock and bond records	Permanent
Trademark registrations	Permanent
Leases	7 years after
expiration	
OSHA Documents	5 years
General contracts	3 years after
expiration	

**ATTACHMENT 2
TO BYLAWS
CONFLICT OF INTEREST POLICY**

**Florida Restorative Justice Association (FRJA)
Conflict-of-Interest Policy for Board Members and Employees**

1. Scope. The following statement of policy applies to each officer of the board of directors (board) and any person in official capacity with FRJA as an employee or volunteer.
2. Conflict of Interest. A conflict of interest exists when a person owes a professional obligation to FRJA that is or might be compromised by the pursuit of outside interests. Outside interests, such as professional activities, personal financial interests, or the acceptance of gifts from third parties, can create conflicts between the interests of FRJA and personal interests which may prevent them from making decisions that are in the best interest of FRJA. Even if those outside interests do not actually impair the ability to act in the best interest of FRJA, there may be an appearance the person's independence of judgment has been affected. The purpose of this policy is to provide a guide for those serving FRJA in an official capacity to ensure professional integrity and ethical conduct by reducing the potential of conflicts of interest to create biases or the appearance of biases in the decisions and operation of FRJA.
3. Responsibility. Board, employees, and volunteers with FRJA serve the public interest by advancing the restorative and community justice theory, principles, research and practice. Consequently, all decisions of the boards, employees, and volunteers of FRJA shall be made in an effort to promote the best interests of the organization, evidence based practices in community justice and restorative justice, and the public good. FRJA recognizes that people involved with professional and academic associations inevitably are involved in the affairs of other institutions and organizations. Furthermore, the board and employees of FRJA will include individuals who have relationships and affiliations with other organizations that may create or provide the appearance of conflicts of interest. Although many potential conflicts are and will be deemed inconsequential, every individual who serves FRJA in an official capacity has the responsibility to ensure that the full board is made aware of situations that involve personal, familial, or business relationships that could create a real or perceived a conflict of interest with their responsibilities to FRJA, its mission and its membership.

To minimize the potential of conflicts of interest, the board requires each person who serves in a official capacity to annually (a) review the terms of this policy; (b) disclose to the board president any possible personal, familial, or business relationships that might reasonably create a real or perceived conflict of interest

involving FRJA; and (c) to acknowledge by his or her signature that he or she is in accordance with the letter and spirit of this policy.

4. Disclosure of Conflicts With Respect to Potential Financial Transactions. In the event that any financial transaction involving FRJA also involves (a) an employee or a member of their extended family, or (b) an organization with which any Officer or employee of FRJA has any material financial interest, the Officer or employee having the affiliation or interest, shall disclose fully the precise nature of the interest or involvement as soon as they become aware of the transaction or potential transaction.
5. Disclosure Statement. Each person who serves FRJA in an official capacity shall be requested annually to submit a disclosure statement listing all organizations with which he or she is affiliated and describing the nature of the affiliation. In the event there is any material change in the information contained in any disclosure statement, the person who submitted it shall promptly submit written notification of the change. An Officer or employee is deemed to be affiliated with any organization that may be potentially related to the financial operation of FRJA when: (a) he or she, or a member of his or her family, is a director, officer, trustee, partner, employee, or agent of an organization with which the financial transaction occurs; or (b) he or she or members of his or her family receives direct financial benefit from sales or services; or (c) he or she or members of his or her extended family have a thirty-five percent (35 %) or greater ownership interest.

The term "immediate family" includes an individual's spouse and children (including legally adopted children), and members of that individual's household. The term "extended family" includes an individual's spouse, children (including legally adopted children), parents, grandparents, great grandparents, siblings (whether by whole or half-blood), spouse of that individual's siblings, children, grandchildren and great grandchildren and members of that individual's household.

In no way should this policy imply that Officers or employees should reveal any political, religious, ethnic, fraternal or civic affiliations.

6. Administration. All disclosures required under this policy by Officers and employees shall be directed in writing and transmitted electronically to the secretary, or if by employees, to the executive director. The president of the board and the executive director shall be responsible for the administration of this policy. Information disclosed under this policy shall be held in confidence by the persons authorized to receive and act upon it except where, in the judgment of any of such persons, the best interest of the organization requires further disclosure. This review process shall be reported annually to the board by the president.

7. **Restraint on Participation.** An Officer who has declared or has been found to have a conflict of interest in any proposed transaction or other matter shall refrain from participating in consideration of the proposed transaction or other matter, unless for special reasons the board requests information or interpretation from the person or persons involved. With respect to restraint on participation by employees or the executive director, the board president shall take such action as is necessary to assure that the transaction is completed in the best interests of FRJA without the substantive involvement of the person with the possible conflict of interest.

8. **Advance Determinations.** Any Officer who is uncertain about possible conflict of interest in any matter may request advice from the executive director and board president to determine whether a possible conflict exists. If required, the question of potential conflict might be referred to the full board for decision by vote.

Board Member Name

Board Member Title

Signature

Date Signed

ATTACHMENT 3
TO BYLAWS
CODES OF ETHICS AND WHISTLEBLOWER POLICY

1. Purpose

FRJA requires and encourages board members, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of FRJA must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of FRJA to adhere to all laws and regulations that apply to FRJA and the underlying purpose of this policy is to support FRJA's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

2. Reporting Violations

If any board member, officer, staff or employee reasonably believes that some policy, practice, or activity of FRJA is in violation of law, a written complaint must be filed by that person with the board president or vice-president.

3. Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of law must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of law. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

4. Retaliation

A complainant is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of FRJA and provides FRJA with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

FRJA shall not retaliate against any Director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of FRJA or of another individual or entity with whom FRJA has a business relationship, on the basis of a reasonable belief that the practice is in violation of law or a clear mandate of public policy.

FRJA shall not retaliate against any Director, officer, staff or employee who discloses or threatens to disclose to a supervisor or a public body, any activity, policy, or practice of FRJA that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

5. Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

6. Handling of Reported Violations

The board president or vice-president shall notify the complainant and acknowledge receipt of the reported violation or suspected violation within five (5) business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

Board Member Name

Board Member Title

Signature

Date Signed